

4/01/98

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BARGAIN CITY STORES NO. 1 LTD.
AUDIT NUMBER.....H98000006252
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\$100.00

(4)

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BARGAIN CITY STORES NO. 1, LTD.**

This Certificate of Limited Partnership is prepared and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statutes.

1. The name of the limited partnership is BARGAIN CITY STORES NO. 1, LTD..
2. The address of the office is:

BARGAIN CITY STORES NO. 1, LTD.
1191 E. Newport Center Drive
Suite 209
Deerfield Beach, Florida 33442

3. The name and address of the agent for service of process on the limited partnership is:

Ronald R. Fieldstone, Esq.
FIELDSTONE LESTER & SHEAR
200 S. Biscayne Blvd., Suite 2100
Miami, FL 33131

4. The name and business address of the general partner is:

BARGAIN CITY STORE NO. 1, INC.
1191 E. Newport Center Drive
Suite 209
Deerfield Beach, Florida 33442

5. The mailing address for the limited partnership is:

BARGAIN CITY STORES NO. 1, LTD.
1191 E. Newport Center Drive
Suite 209
Deerfield Beach, Florida 33442

6. The term of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest date upon which the limited partnership is to dissolve is December 31, 2046.

THIS DOCUMENT PREPARED BY:
RONALD R. FIELDSTONE, ESQ.
FIELDSTONE LESTER & SHEAR
200 SOUTH BISCAYNE BLVD.
SUITE 2100
MIAMI, FLORIDA 33131
(305) 983-1555
N.B.# 150299

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th The undersigned General Partner has executed this Certificate of Limited Partnership this
30 day of JANUARY, 1998.

GENERAL PARTNER:

BARGAIN CITY STORE NO. 1, INC.
a Florida corporation

By: [Signature] V.P.
Its: VICE PRESIDENT

The undersigned accepts the foregoing designation as the agent for service of process on
Ronald R. Fieldstone, Esq., and agrees to act in that capacity.

[Signature]
Ronald R. Fieldstone, Esq.

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STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

§

SS

COUNTY OF BROWARD

§

§

The undersigned, A. PERSAUD, as V.P. of BARGAIN CITY STORE NO. 1, INC., a Florida corporation, the General Partner of BARGAIN CITY STORES NO. 1, LTD., a Florida limited partnership, being first duly sworn on oath, deposes and says:

1. That A. PERSAUD is the V.P. of BARGAIN CITY STORE NO. 1, INC., and in that capacity has full authority to sign this Affidavit on behalf of the corporation.

2. That the BARGAIN CITY STORE NO. 1, INC. is the General Partner of BARGAIN CITY STORES NO. 1, LTD..

3. That the amount of the capital contributions of the limited partners and the total amount anticipated to be contributed by the limited partners at this time is \$100,000.

FURTHER AFFIANTS SAYETH NOT.

GENERAL PARTNER:

BARGAIN CITY STORE NO. 1, INC.
a Florida corporation

By:

Its:

A. PERSAUD V.P.
VICE PRESIDENT

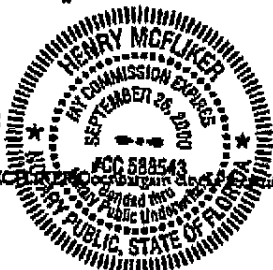
STATE OF FLORIDA)

) SS:

COUNTY OF _____)

BEFORE ME, the undersigned authority personally appeared Mr. A. PERSAUD, as VICE PRESIDENT of BARGAIN CITY STORE NO. 1, INC., a Florida corporation, who is personally known to me or who has produced 2 PHOTOS as identification and who did take an oath, acknowledged before me that he executed the foregoing instrument for the purposes herein expressed.

Notarial Seal:



FLIBRARYClient:MCFLAKER, Henry
02/06/98 02:00 PM

Signature

Notary Public

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